

Exhibit 6

08/26/2004

93.941

1. SUPERSEDES AWARD NOTICE DATED
EXCEPT THAT ANY ADDITIONS OR RESTRICTIONS
PREVIOUSLY IMPOSED REMAIN IN EFFECT UNLESS SPECIFICALLY RESCINDED.

4. GRANT NO. U62/CCU124490-01
5. ADMINISTRATIVE CODES CCU62

6. PROJECT PERIOD FROM 09/01/2004 THROUGH 08/31/2009

7. BUDGET PERIOD FROM 09/01/2004 THROUGH 08/31/2005

8. TITLE OF PROJECT (OR PROGRAM)

DEPARTMENT OF HEALTH AND HUMAN SERVICES
PUBLIC HEALTH SERVICE
CENTER FOR DISEASE CONTROL AND PREVENTION

NOTICE OF COOPERATIVE AGREEMENT

AUTHORIZATION (LEGISLATION/REGULATION)

307,317K2 PHSA, 42USC2421&247BK2, SEC106

SCALE-UP OF HOME BASED CARE ACTIVITIES FOR PEOPLE LIVING WITH HIV/AIDS IN

9. GRANTEE NAME AND ADDRESS
PATHFINDER INTERNATIONAL
9 GALEN STREET
SUITE 217
WATERTOWN, MA 02472-4501

10. DIRECTOR OF PROJECT (PROGRAM DIRECTOR/PRINCIPAL INVESTIGATOR)
NELSON KEYONZO
COUNTRY REPRESENTATIVE
UNITED NATIONS ROAD
DAR ES SSALAAM, TANZANIA,

11. APPROVED BUDGET (EXCLUDES PHS DIRECT ASSISTANCE)

PHS GRANT FUNDS ONLY
12. TOTAL PROJECT COSTS INCLUDING GRANT FUNDS AND ALL OTHER FINANCIAL PARTICIPATION

(PLACE NUMERAL ON LINE)

I

SALARIES AND WAGES.....	\$	156,181
FRINGE BENEFITS.....	\$	41,332
TOTAL PERSONNEL COSTS.....	\$	197,513
CONSULTANT COSTS.....	\$	0
EQUIPMENT.....	\$	19,570
SUPPLIES.....	\$	9,283
TRAVEL.....	\$	107,403
PATIENT CARE-IMPATIENT.....	\$	0
PATIENT CARE-OUTPATIENT.....	\$	0
ALTERATIONS AND RENOVATIONS.....	\$	0
OTHER.....	\$	158,050
CONSORTIUM/CONTRACTUAL COSTS.....	\$	112,664
TRAINEE RELATED EXPENSES.....	\$	0
TRAINEE STIPENDS.....	\$	0
TRAINEE TUITION AND FEES.....	\$	0
TRAINEE TRAVEL.....	\$	0
TOTAL DIRECT COSTS.....	\$	604,483
INDIRECT COSTS (17.00 % OF SBM/TADC).....	\$	142,217
TOTAL APPROVED BUDGET.....	\$	746,700
SBIR FEE.....	\$	0
FEDERAL SHARE.....	\$	746,700
NON-FEDERAL SHARE.....	\$	0

12. AWARD COMPUTATION FOR FINANCIAL ASSISTANCE

A. AMOUNT OF PHS FINANCIAL ASSISTANCE (FROM 11.U).....	\$	746,700
B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...	\$	0
C. LESS CUMULATIVE PRIOR AWARD(S) THIS BUDGET PERIOD...	\$	0
D. AMOUNT OF FINANCIAL ASSIST. THIS ACTION	\$	746,700

13. RECOMMENDED FUTURE SUPPORT (SUBJECT TO THE AVAILABILITY OF FUNDS AND SATISFACTORY PROGRESS OF THE PROJECT)

BUDGET YEAR	TOTAL DIRECT COSTS	BUDGET YEAR	TOTAL DIRECT COSTS
A. 2	700,000	D. 5	700,000
B. 3	700,000	E. 0	0
C. 4	700,000	F. 0	0

14. APPROVED DIRECT ASSISTANCE BUDGET (IN LIEU OF CASH)

A. AMOUNT OF PHS DIRECT ASSISTANCE.....	\$	0
B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...	\$	0
C. LESS CUMULATIVE PRIOR AWARDS FROM THIS BUDGET PERIOD	\$	0
D. AMOUNT OF DIRECT ASSISTANCE THIS ACTION	\$	0

15. PROGRAM INCOME SUBJECT TO 45 CFR PART 74, SUBPART F, OR 45 CFR 92.25, SHALL BE USED IN ACCORDANCE WITH ONE OF THE FOLLOWING ALTERNATIVES: (SELECT ONE AND PUT LETTER IN BOX.)

A. DEDUCTION

B. ADDITIONAL COSTS

C. MATCHING

D. OTHER RESEARCH (ADD/DEDUCT OPTION)

E. OTHER (SEE REMARKS)

B

THIS AWARD IS BASED ON AN APPLICATION SUBMITTED TO, AND AS APPROVED BY, THE PHS ON THE ABOVE TITLED PROJECT AND IS SUBJECT TO THE TERMS AND CONDITIONS INCORPORATED EITHER DIRECTLY OR BY REFERENCE IN THE FOLLOWING:
A. THE GRANT PROGRAM LEGISLATION CITED ABOVE. B. THE GRANT PROGRAM REGULATION CITED ABOVE. C. THIS AWARD NOTICE INCLUDING TERMS AND CONDITIONS, IF ANY, NOTED BELOW UNDER REMARKS. D. PHS GRANTS POLICY STATEMENT INCLUDING ADDENDA IN EFFECT AS OF THE BEGINNING DATE OF THE BUDGET PERIOD. E. 45 CFR PART 74 OR 45 CFR PART 92 AS APPLICABLE. IN THE EVENT THERE ARE CONFLICTING OR OTHERWISE INCONSISTENT POLICIES APPLICABLE TO THE GRANT, THE ABOVE ORDER OF PRECEDENCE SHALL PREVAIL. ACCEPTANCE OF THE GRANT TERMS AND CONDITIONS IS ACKNOWLEDGED BY THE GRANTEE WHEN FUNDS ARE DRAWN OR OTHERWISE OBTAINED FROM THE GRANT PAYMENT SYSTEM.

MARKS (OTHER TERMS AND CONDITIONS ATTACHED - YES ☒ NO)

SPONSOR:

*IDC RATE BASE: SEE ATTACHED

GRANTS MANAGEMENT OFFICER (SIGNATURE)

(NAME-TYPED/PRINT)

(TITLE)

REBECCA B. O'KELLEY

GRANTS MANAGEMENT OFFICER

OBJ. CLASS. 41.51

18. CRS.EIN: 1-530235320-A2

19. LIST NO.: CO-284-K04

FY-CAN	DOCUMENT NO.	ADMINISTRATIVE CODE	ANT.ACTION FIN.ASST	ANT.ACTION DIR.ASST
04-M1115 04-92102H3	CCU124490	CCU62	746,700	0

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(Continuation Sheet)	COOPERATIVE AGREEMENT NO. U62/CCU124490-01 GRANTEE: Pathfinder International	

INCORPORATION: Program Announcement Number 04208 entitled "Scale-up of Home Based Care Activities for People Living with HIV/AIDS in the United Republic of Tanzania" the attachments containing the AR's, the application dated July 26, 2004 are made a part of this award by reference.

This action awards funds for the 01 year from September 1, 2004 through August 31, 2005. The project period ends August 31, 2009.

1. **INDIRECT COSTS:** Indirect costs based on agreement dated March 30, 2004.

<u>RATE</u>	<u>TYPE OF RATE</u>	<u>FROM</u>	<u>THROUGH</u>
17.00%	Provisional	07/01/03	Until Amended

Base of Application

Total direct cost excluding bulk commodity purchases (i.e., any single procurement action greater than \$250,000 for tangible goods purchased for distribution to third party recipients, to include, but not limited to: medical equipment, vehicles, computer equipment and software, office furniture and equipment, and audio visual equipment - including obsolete write-offs shown as "AID funded program support"), contraceptives, and related freight in their entirety, and subcontracted technical services and subagreements (i.e. AID funded subproject payments) greater than \$100,000 per year per agreement.

2. **REVISED BUDGET:**
Submit a revised budget (SF 424a) with itemized budget to reflect the Notice of Grant Award amount funds within 30 days of receipt of the Notice of Grant Award to the Grants Management Specialist identified on the last page of this award.
3. **WITHHOLDING OF FUNDS:**
The expenditure of funds in the amount of \$746,700 is not allowed until prior approval is received from the International and Territories Acquisition and Assistance Branch (ITAAB).

Release of funds will be granted based upon the completion and approval of the following criteria:

1. Meet with Tanzania staff to discuss budget negotiations and address technical weaknesses.

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4. **ADDITIONAL REPORTING REQUIREMENTS:** The SF 269 (Financial Status Report - FSR) is due to the CDC Grants Management Office 90 days after the end of each budget period (November 30, 2005). The FSR is not to report costs cumulatively. An interim progress report is due no less than 90 days before the end of the budget period, which serves as your non-competing continuation application. In addition semi-annual Progress Reports are due: April 1, 2005; August 30, 2005.
5. **FOREIGN TRAVEL:** Recipient Institutions must comply with the requirement that a U.S. flag air carrier be used by domestic grantees to the maximum extent possible when commercial air transportation is the means of travel between the United States and a foreign or between foreign countries. This requirement shall not be influenced by factors of cost, convenience, or personal travel preference.
6. **CORRESPONDENCE:** All correspondence regarding this award must be identified with the award number as shown at the top right of this page.
7. **PRIOR APPROVAL:** All requests that require the prior approval of the Grants Management Officer must bear the signature of an authorized official of the grantee business office as well as that of the principal investigator or program director. Any request received without two signatures will be returned. Additionally, any requests involving funding issues must include a new proposed budget and a narrative justification of the requested changes.
8. **INVENTIONS:** Acceptance of grant funds obligates recipients to comply with the "standard patent rights" clauses in 37 CFR 401.14.
9. **PUBLICATIONS:** Publications, journal articles, etc. produced under a CDC grant support project must bear an acknowledgment and disclaimer, as appropriate, such as: This publication (journal article, etc.) was supported by Cooperative Agreement Number _____ from Centers for Disease Control and Prevention (CDC). Its contents are solely the responsibility of the authors and do not necessarily represent the official views of (name of awarding agency).
10. **ACKNOWLEDGMENT OF FEDERAL SUPPORT:** When issuing statements, press releases, requests for proposals, bid solicitations and other documents describing projects or programs funded in whole or in part with Federal money, all awardees receiving Federal funds, including and not limited to State and local governments and recipients of Federal research grants, shall clearly state (1) the percentage of the total costs of the program or project which will be financed with Federal money, (2) the dollar amount of

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report on the nonprofit institution's internal control structure and the assessment of control risk; and (3) a report on the institution's financial compliance with laws and regulations.

This audit report must be sent to Centers for Disease Control, International and Acquisition and Assistance Branch, Rebecca B. O'Kelley, GMO, Attn: Diane Flournoy, Grants Management Specialist at 2920 Brandywine Rd, MS E-09, Atlanta, GA 30041, by no later than 9 months after the end of the audit period.

The CDC has determined the audit period to be same as the budget period for program specific audits.

The grantee is to ensure that sub-recipients receiving CDC funds also meet these requirements (total Federal grant or cooperative agreement funds received exceed \$500,000). The grantee must also ensure that appropriate corrective action is taken within six months after receipt of the sub-recipient audit report in instances of non-compliance with Federal laws and regulations. The grantee is to consider whether subrecipient audits necessitate adjustment of the grantees own records. If a sub-recipient is not required to have a program specific audit, the Grantee is still required to perform adequate monitoring of sub-recipient activities. The grantee is to require each sub-recipient to permit independent auditors to have access to the sub-recipients records and financial statements. **THE GRANTEE SHOULD INCLUDE THESE REQUIREMENTS IN SUB-RECIPIENT CONTRACTS.**

14. **CAPACITY BUILDING REQUIREMENTS:** The grantee agrees to implement strategies for facilitating scale-up and sustainability of activities supported under this agreement that include building on and strengthening existing local networks and institutions that benefit the populations served. The grantee shall endeavor to strengthen indigenous capacity in all aspects of this agreement, and especially focus on human capacity development.

As part of the workplan, the grantee shall develop a credible plan to phase out and devolve activities and management to local partners and beneficiaries. The workplan will include a timeline for the achievement of organizational or human capacity sustainability and track progress towards that end. Renewals of this agreement will be based on the progress towards the accomplishment of the phase-out plan and such proposals should specify how capacity will be transferred to indigenous groups over the full award period.

15. **PROSTITUTION AND RELATED ACTIVITIES:**

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The U.S. Government is opposed to prostitution and related activities, which are inherently harmful and dehumanizing, and contribute to the phenomenon of trafficking in persons.

Any entity that receives, directly or indirectly, U.S. Government funds in connection with this document ("recipient") cannot use such U.S. Government funds to promote or advocate the legalization or practice of prostitution or sex trafficking. Nothing in the preceding sentence shall be construed to preclude the provision to individuals of palliative care, treatment, or post-exposure pharmaceutical prophylaxis, and necessary pharmaceuticals and commodities, including test kits, condoms, and, when proven effective, microbicides. A recipient that is otherwise eligible to receive funds in connection with this document to prevent, treat, or monitor HIV/AIDS shall not be required to endorse or utilize a multisectoral approach to combating HIV/AIDS, or to endorse, utilize, or participate in a prevention method or treatment program to which the recipient has a religious or moral objection. Any information provided by recipients about the use of condoms as part of projects or activities that are funded in connection with this document shall be medically accurate and shall include the public health benefits and failure rates of such use.

In addition, any foreign recipient must have a policy explicitly opposing, in its activities outside the United States, prostitution and sex trafficking, except that this requirement shall not apply to the Global Fund to Fight AIDS, Tuberculosis and Malaria, the World Health Organization, the International AIDS Vaccine Initiative or to any United Nations agency, if such entity is a recipient of U.S. government funds in connection with this document.

The following definitions apply for purposes of this clause:

- Sex trafficking means the recruitment, harboring, transportation, provision, or obtaining of a person for the purpose of a commercial sex act. 22 U.S.C. § 7102(9).
- A foreign recipient includes an entity that is not organized under the laws of any State of the United States, the District of Columbia or the Commonwealth of Puerto Rico. *Restoration of the Mexico City Policy*, 66 Fed. Reg. 17303, 17303 (March 28, 2001).

All recipients must insert provisions implementing the applicable parts of this section, "Prostitution and Related Activities," in all sub-agreements under this award. These provisions must be express terms and conditions of the sub-agreement, acknowledge that each certification to compliance with this section, "Prostitution and Related Activities," are a prerequisite to receipt of U.S. government funds in connection with

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this document, and must acknowledge that any violation of the provisions shall be grounds for unilateral termination of the agreement prior to the end of its term. In addition, all recipients must ensure, through contract, certification, audit, and/or any other necessary means, all the applicable requirements in this section, "Prostitution and Related Activities," are met by any other entities receiving U.S. government funds from the recipient in connection with this document, including without limitation, the recipients' sub-grantees, sub-contractors, parents, subsidiaries, and affiliates. Recipients must agree that HHS may, at any reasonable time, inspect the documents and materials maintained or prepared by the recipient in the usual course of its operations that relate to the organization's compliance with this section, "Prostitution and Related Activities."

All primary grantees receiving U.S. Government funds in connection with this document must certify compliance prior to actual receipt of such funds in a written statement referencing this document (e.g., "[Recipient's name] certifies compliance with the section, 'Prostitution and Related Activities.'") addressed to the agency's grants officer. Such certifications are prerequisites to the payment of any U.S. Government funds in connection with this document.

Recipients' compliance with this section, "Prostitution and Related Activities," is an express term and condition of receiving U.S. government funds in connection with this document, and any violation of it shall be grounds for unilateral termination by HHS of the agreement with HHS in connection with this document prior to the end of its term. The recipient shall refund to HHS the entire amount furnished in connection with this document in the event it is determined by HHS that the recipient has not complied with this section, "Prostitution and Related Activities."

16. **CDC CONTACT NAMES:**

Business and Grants Policy Contact

Diane Flournoy

Contract/Grants Management Specialist

PGO/International & Territories Acquisition & Assistance Branch, CDC

2920 Brandywine Road, MS-E09

Atlanta, Georgia 30341-4146

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